

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

December 27, 2005

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

RECORDATION NO. 26064-B FILED

DEC 27 '05

11-00 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Leveraged Lease Financing
BNSF 2005-T

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 1 (BNSF 2005-T), dated as of December 29, 2005, between BNSF Railway Company, as lessee (the "*Lessee*") and U.S. Bank Trust National Association, not in its individual capacity but solely as Owner Trustee of the BNSF 2005-T Statutory Trust, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2005-T), dated as of December 29, 2005, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: U.S. Bank Trust National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 212 Covered Hopper Cars bearing the reporting marks within the

1956398.01.05.B
1620095

Law Offices of
CHAPMAN AND CUTLER LLP

series BNSF 479153 through BNSF 482363; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2005-T) between U.S. Bank Trust National Association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-T Statutory Trust, as Lessor and BNSF Railway Company, as Lessee.

A fee of thirty-three dollars (\$33.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	212	BNSF 479153 through BNSF 479154, inclusive BNSF 479156, BNSF 479158 through BNSF 479161, inclusive, BNSF 479163, BNSF 479165 through BNSF 479166, inclusive, BNSF 479169, BNSF 479172, BNSF 479226 through BNSF 479235, inclusive, BNSF 479477, BNSF 480950, BNSF 480963 through BNSF 480978, inclusive, BNSF 480982, BNSF 480984 through BNSF 480992, inclusive, BNSF 480994 through BNSF 480998, inclusive, BNSF 481095, BNSF 481097, BNSF 481101 through BNSF 481102, inclusive, BNSF 481104, BNSF 481106 through BNSF 481142, inclusive, BNSF 481144 through BNSF 481152, inclusive, BNSF 481154 through BNSF 481158, inclusive, BNSF 481162 through BNSF 481163, inclusive, BNSF 482237,

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	212	BNSF 482239, BNSF 482243, BNSF 482245, BNSF 482250 through BNSF 482260, inclusive, BNSF 482262, BNSF 482264 through BNSF 482265, inclusive, BNSF 482268 through BNSF 482293, inclusive, BNSF 482295 through BNSF 482305, inclusive, BNSF 482307 through BNSF 482315, inclusive, BNSF 482317 through BNSF 482318, inclusive, BNSF 482320 through BNSF 482328, inclusive, BNSF 482330, BNSF 482333, BNSF 482336 through BNSF 482349, inclusive, BNSF 482351, BNSF 482353 through BNSF 482355, inclusive, BNSF 482357, BNSF 482360, BNSF 482362 through BNSF 482363, inclusive

DEC 27 '05

11-00 AM

MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2005-T)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Supplement No. 1, made and entered into as of December 29, 2005, by and between U.S. Bank Trust National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee of the BNSF 2005-T Statutory Trust, as Lessor ("*Lessor*"), and BNSF Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

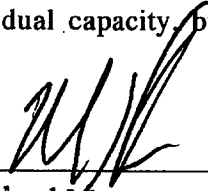
1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2005-T), dated as of December 1, 2005 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2005-T), dated December 29, 2005, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By 
Name: Michael M. Hopkins
Title: Vice President

Executed on this 14th day of December, 2005.

BNSF RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of December, 2005.


IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK TRUST NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2005.

BNSF RAILWAY COMPANY

By  _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 14th day of December, 2005.

STATE OF Connecticut)
) SS:
COUNTY OF Hartford)

On this, the 14 day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on December 14, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name: SUSAN P. McNALLY
Notary Public NOTARY PUBLIC
My Commission Expires: MY COMMISSION EXPIRES MARCH 31, 2010
Residing in Vernon CT

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this ____ day of December, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on December ____, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public -
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of December, 2005, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK TRUST NATIONAL ASSOCIATION, that said instrument was signed on December ____, 2005 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

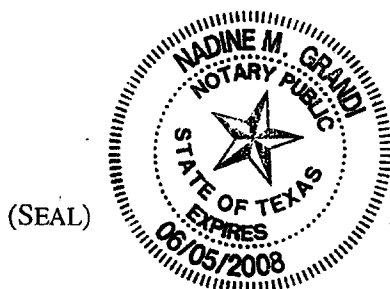
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 14th day of December, 2005, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of BNSF RAILWAY COMPANY, that said instrument was signed and sealed on December 14, 2005, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Nadine M. Grandi
Name:
Notary Public –
My Commission Expires:
Residing in _____

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	212	BNSF 479153 through BNSF 479154, inclusive BNSF 479156, BNSF 479158 through BNSF 479161, inclusive, BNSF 479163, BNSF 479165 through BNSF 479166, inclusive, BNSF 479169, BNSF 479172, BNSF 479226 through BNSF 479235, inclusive, BNSF 479477, BNSF 480950, BNSF 480963 through BNSF 480978, inclusive, BNSF 480982, BNSF 480984 through BNSF 480992, inclusive, BNSF 480994 through BNSF 480998, inclusive, BNSF 481095, BNSF 481097, BNSF 481101 through BNSF 481102, inclusive, BNSF 481104, BNSF 481106 through BNSF 481142, inclusive, BNSF 481144 through BNSF 481152, inclusive, BNSF 481154 through BNSF 481158, inclusive, BNSF 481162 through BNSF 481163, inclusive, BNSF 482237,

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	212	BNSF 482239, BNSF 482243, BNSF 482245, BNSF 482250 through BNSF 482260, inclusive, BNSF 482262, BNSF 482264 through BNSF 482265, inclusive, BNSF 482268 through BNSF 482293, inclusive, BNSF 482295 through BNSF 482305, inclusive, BNSF 482307 through BNSF 482315, inclusive, BNSF 482317 through BNSF 482318, inclusive, BNSF 482320 through BNSF 482328, inclusive, BNSF 482330, BNSF 482333, BNSF 482336 through BNSF 482349, inclusive, BNSF 482351, BNSF 482353 through BNSF 482355, inclusive, BNSF 482357, BNSF 482360, BNSF 482362 through BNSF 482363, inclusive

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/27/05



Robert W. Alvord